

ASSIGNMENT OF LEASE AND
SECURITY AGREEMENT

JUN 1 1983 - 10 20 AM

INTERSTATE COMMERCE COMMISSION

This instrument confirms that UNITED STATES RAIL SERVICES, INC. (the "Lessee") has assigned that certain Car Lease (the "Sublease"), dated October 19, 1981 between the Lessee and Apalachicola Northern Railroad and granted a security interest in the Sublease to First Commercial Bank (the "Owner") pursuant to Section 14 of the Equipment Lease, dated as of July 1, 1981 (the "Lease") between the Lessee and the Owner. Pursuant to a Security Agreement (the "Security Agreement"), dated as of July 1, 1981 from the Owner to Chemlease Worldwide and Co. (the "Lender"), the Sublease and the assignment of and security interest in the Sublease confirmed hereby are assigned to the Lender and subject to the Security Agreement in accordance with the terms thereof.

The Lease and the Security Agreement were filed and recorded with the Interstate Commerce Commission on July 31, 1981 and assigned Recordation No. 13208.

The Sublease covers 6 4750 cu.ft.covered hopper cars bearing reporting marks and nos. RUSX 5131-5136, which is a portion of the same equipment covered by the Lease and the Security Agreement.

Reference is made to Section 14 of the Lease, the terms and conditions of which are hereby incorporated by this reference and made a part of this instrument.

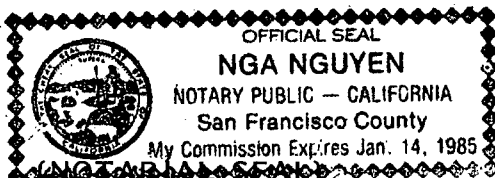
Executed and delivered this 26th day of May, 1983.

UNITED STATES RAIL SERVICES, INC.

By Nancy C. Chapman
its Assistant Secretary

STATE OF CALIFORNIA)
) SS
CITY AND COUNTY OF SAN FRANCISCO)

On this 27th day of May, 1983, before me personally appeared Nancy C. Chapman, to me personally known, who being by me duly sworn, says that (s)he is Assistant Secretary of UNITED STATES RAIL SERVICES, INC., said instrument was duly executed by him/her on behalf of said corporation, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Nga Nguyen
Notary Public

My commission expires: Jan. 14, 1985